

RECORDATION NO. 18468-Y FILED

JAN 07 '09 -3 3 0 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

January 7, 2009

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease, dated as of January 7, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial termination and relates to the Equipment Lease Agreement and related documents previously filed with the Board under Recordation Number 18468.

The names and addresses of the parties to the enclosed document are:

Lessor: Babcock & Brown Rail Funding LLC  
885 Second Avenue  
49th Floor  
New York, New York 10017

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

Anne K. Quinlan, Esq  
January 7, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

169 railcars within the series CTRN 600003 - CTRN 600203 as more particularly set forth in the attachment to the document.


A short summary of the document to appear in the index is:

Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

EML/sem  
Enclosures

RECORDATION NO.

18468-4

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SURFACE TRANSPORTATION BOARD

### TERMINATION OF LEASE

THIS TERMINATION OF LEASE, dated as of this 7<sup>th</sup> day of January, 2009 (this "Release") by UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, as lessee (the "Lessee") and BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company, as lessor (the "Lessor"), of the railcars as described on the attached Exhibit A hereto (the "Released Railcars") from that certain Amended and Restated Equipment Lease Agreement, Lease Supplement No. 1 and Lease Supplement No. 2, each dated December 22, 1993 and filed under recordation number 18468, each between the Lessor (as assignee of The CIT Group/Equipment Financing, Inc.) and the Lessee (f/k/a Southern Pacific Transportation Company) (as amended, modified, or supplemented, the "Lease").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency are hereby acknowledged, Lessor and Lessee hereby terminate the Lease effective as of the date hereof in respect of the Released Railcars, and all of Lessor's and Lessee's obligations under the Lease are hereby terminated as of the date hereof, except for any obligations that expressly survive the termination of the Lease by its terms.

\*Signature Pages Follow\*

IN WITNESS WHEREOF, the parties hereto have each caused this Termination of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

BABCOCK & BROWN RAIL FUNDING LLC

By: George Stone  
Name: George Stone  
Title: Vice President

UNION PACIFIC RAILROAD COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have each caused this Termination of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

BABCOCK & BROWN RAIL FUNDING LLC

By: \_\_\_\_\_  
Name:  
Title:

UNION PACIFIC RAILROAD COMPANY

By: Jaqueline R. White  
Name: Jaqueline R. White  
Title: VP-STRATEGIC

STATE OF New York )  
 )  
COUNTY OF New York ) ss.:

On this 27th day of January, 2009, before me, a Notary Public in and for said County and State, personally appeared George Stone, the Vice President of Babcock & Brown Rail Funding LLC, who acknowledged himself ~~her~~ to be a duly authorized officer of Babcock & Brown Rail Funding LLC, and that, as such officer, being authorized to do so, he ~~she~~ executed the foregoing instrument for the purposes therein contained.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Indra Bedasie  
Notary Public

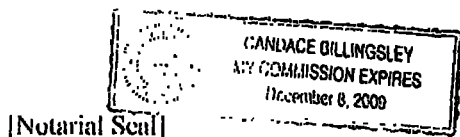
[Notarial Seal]

INDRA BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 19, 2010

STATE OF Nebraska )  
 ) ss.:  
COUNTY OF Douglas )

On this 1<sup>st</sup> day of January, 2009, before me, a Notary Public in and for said County and State, personally appeared Jacqueline White, the VP Strategic Services of Union Pacific Railroad Company, who acknowledged himself/herself to be a duly authorized officer of Union Pacific Railroad Company, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Candace M. Billingsley  
Notary Public

## EXHIBIT A

### Quantity of Cars and Description:

One hundred sixty-nine (169) 4,000 cubic foot, 100 ton aluminum quadruple coal hopper cars, manufactured by Johnstown America.

### Car Mark and Numbers:

CTRN 600003	CTRN 600054	CTRN 600104	CTRN 600155
CTRN 600004	CTRN 600055	CTRN 600105	CTRN 600156
CTRN 600005	CTRN 600056	CTRN 600106	CTRN 600157
CTRN 600006	CTRN 600057	CTRN 600107	CTRN 600160
CTRN 600007	CTRN 600058	CTRN 600108	CTRN 600161
CTRN 600008	CTRN 600059	CTRN 600109	CTRN 600162
CTRN 600009	CTRN 600061	CTRN 600110	CTRN 600164
CTRN 600010	CTRN 600062	CTRN 600111	CTRN 600165
CTRN 600011	CTRN 600063	CTRN 600112	CTRN 600166
CTRN 600012	CTRN 600064	CTRN 600113	CTRN 600167
CTRN 600014	CTRN 600066	CTRN 600114	CTRN 600169
CTRN 600017	CTRN 600067	CTRN 600116	CTRN 600170
CTRN 600018	CTRN 600068	CTRN 600118	CTRN 600171
CTRN 600019	CTRN 600069	CTRN 600120	CTRN 600172
CTRN 600020	CTRN 600070	CTRN 600121	CTRN 600173
CTRN 600021	CTRN 600073	CTRN 600122	CTRN 600174
CTRN 600022	CTRN 600074	CTRN 600123	CTRN 600175
CTRN 600023	CTRN 600075	CTRN 600125	CTRN 600176
CTRN 600024	CTRN 600076	CTRN 600126	CTRN 600177
CTRN 600025	CTRN 600077	CTRN 600127	CTRN 600179
CTRN 600026	CTRN 600078	CTRN 600128	CTRN 600180
CTRN 600027	CTRN 600079	CTRN 600129	CTRN 600181
CTRN 600028	CTRN 600080	CTRN 600130	CTRN 600182
CTRN 600029	CTRN 600081	CTRN 600131	CTRN 600183
CTRN 600030	CTRN 600082	CTRN 600133	CTRN 600184
CTRN 600032	CTRN 600083	CTRN 600134	CTRN 600186
CTRN 600033	CTRN 600084	CTRN 600135	CTRN 600187
CTRN 600036	CTRN 600085	CTRN 600136	CTRN 600188
CTRN 600037	CTRN 600086	CTRN 600137	CTRN 600189
CTRN 600038	CTRN 600087	CTRN 600138	CTRN 600192
CTRN 600039	CTRN 600088	CTRN 600139	CTRN 600194
CTRN 600040	CTRN 600089	CTRN 600140	CTRN 600195
CTRN 600041	CTRN 600090	CTRN 600141	CTRN 600196
CTRN 600042	CTRN 600091	CTRN 600142	CTRN 600197
CTRN 600044	CTRN 600092	CTRN 600143	CTRN 600198
CTRN 600046	CTRN 600093	CTRN 600144	CTRN 600199
CTRN 600047	CTRN 600094	CTRN 600145	CTRN 600200
CTRN 600048	CTRN 600095	CTRN 600147	CTRN 600201
CTRN 600049	CTRN 600096	CTRN 600148	CTRN 600202
CTRN 600050	CTRN 600097	CTRN 600149	CTRN 600203
CTRN 600051	CTRN 600098	CTRN 600150	
CTRN 600052	CTRN 600100	CTRN 600151	
CTRN 600053	CTRN 600101	CTRN 600152	



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/7/09



\_\_\_\_\_  
Robert W. Alvord